

Company Number: 4450369

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
CASTLEBECK GROUP LIMITED

passed on 12 July 2002

Pursuant to section 381A of and schedule 15A to the Companies Act 1985 (as amended), I the undersigned being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company hereby pass the following resolutions as written resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

## WRITTEN RESOLUTIONS

1. The existing 100 Ordinary Shares of £1 each in the capital of the Company be and it is hereby sub-divided into and redesignated as 10,000 "A" Ordinary Shares of one penny each;
2. the share capital of the Company be increased to £51,150.90 by the creation of 740,000 "A" Ordinary Shares of £0.01p each and 4,365,090 "B" Ordinary Shares of £0.01p each, each having the rights and restrictions set out in the new Articles of Association to be adopted pursuant to subparagraph (4) of this resolution;
3. in accordance with section 80 Companies Act 1985 the Directors be and are hereby generally and unconditionally authorised, for the period commencing on and with effect from the date of passing of this Resolution and expiring on the fifth anniversary of such date, to exercise all the powers of the Company to allot up to £749,900 "A" Ordinary and £4,365,090 "B" Ordinary Shares; and
4. the regulations contained in the printed document submitted to this meeting, and for the purpose of identification signed by the Chairman, be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

Signed: N. W. Williams FOR PRIMA DIRECTOR LIMITED

12 July 2002

W. IJTWAVord Castlebeck doet schrijven res Castlebeck Care Group doe

